



SEIX INVESTMENT ADVISORS LLC

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Part 2A of Form ADV

December 18, 2013

This Brochure provides information about the qualifications and business practices of Seix Investment Advisors LLC (Seix). If you have any questions about the contents of this brochure, please contact us at (201) 391-0300 and/or www.seixadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Seix is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Seix is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The SEC adopted “Amendments to Form ADV” in July 2010. This Brochure, dated December 18, 2013, was prepared according to the SEC’s new requirements and rules.

We made the following material change to Item 4.A General Description of Advisory Firm:

Added the following language:

Certain employees of RidgeWorth and its wholly owned subsidiaries, including Seix, in partnership with affiliated funds of Lightyear Capital LLC, have entered into an agreement to acquire RidgeWorth from SunTrust. Upon the close of this transaction anticipated to be in the second quarter of 2014, subject to customary regulatory approvals, RidgeWorth will become an independent investment firm with significant equity ownership by employees, including certain employees of Seix. The current leadership of Seix, RidgeWorth and its affiliated boutiques will continue to manage the business and investment strategies.

Lightyear Capital LLC is a private equity firm making primarily control investments in North America-based, middle-market financial services companies. Lightyear brings unique strengths and discipline to its investment process, as well as operating, transaction, and strategic management experience, along with significant contacts and resources beyond capital.

In connection with this transaction, RidgeWorth has decided to integrate StableRiver Capital Management into Seix as soon as the transaction closes. The integrated firm will operate under the Seix brand.

We will provide the Brochure at any time without charge. Currently, our Brochure may be requested by contacting us at 10 Mountainview Road, Suite C-200, Upper Saddle River, New Jersey 07458 or by phone at (201) 391-0300.

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Item 4 – Advisory Business

A. General Description of Advisory Firm

Seix Investment Advisors LLC (“Seix”) is wholly owned by RidgeWorth Capital Management, Inc. (“RidgeWorth”), f/k/a Trusco Capital Management, Inc. (“Trusco”), an institutional investment adviser registered with the Securities and Exchange Commission (“SEC”) and a majority owned subsidiary of SunTrust Banks, Inc. (“SunTrust”), a publicly traded financial services holding company (NYSE: STI). Effective March 31, 2008, SunTrust reorganized Trusco, renamed it RidgeWorth, and spun off six affiliated legal entities, each of which is a separately registered investment adviser, including Seix. A small number of Seix employees are dual employees of Seix and RidgeWorth and its affiliated investment boutiques. Seix may participate in various inter-company agreements with SunTrust and its affiliates, including RidgeWorth, and other financial and operating business arrangements that may benefit one or more affiliated parties. Each affiliate arrangement is reviewed for possible conflicts of interest and firewalls are erected and supervised as necessary.

Certain employees of RidgeWorth and its wholly owned subsidiaries, including Seix, in partnership with affiliated funds of Lightyear Capital LLC have entered into an agreement to acquire RidgeWorth from SunTrust. Upon the close of this transaction anticipated to be in the second quarter of 2014, subject to customary regulatory approvals, RidgeWorth will become an independent investment firm with significant equity ownership by employees, including certain employees of Seix. The current leadership of Seix, RidgeWorth and its affiliated boutiques will continue to manage the business and investment strategies.

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In connection with this transaction, RidgeWorth has decided to integrate StableRiver Capital Management into Seix as soon as the transaction closes. The integrated firm will operate under the Seix brand.

B. Description of Advisory Services

Seix provides discretionary “investment supervisory services” to high-net worth individuals and to institutional clients such as pension and profit sharing plans, captive insurance companies, Taft-Hartley plans, public funds, endowments and foundations, supranational entities, government-sponsored entities, educational and healthcare facilities and other corporate entities; wrap-fee programs (“Wrap” or “Wrap Programs”); and the following investment supervisory services to the following types of commingled funds (collectively, “Funds”):

1. Manager, sub-manager, and sub-adviser to investment companies registered under the Investment Company Act of 1940, as amended (“1940 Act”) (“mutual funds”);

2. Collateral manager of privately placed offshore funds investing in loan and debt instruments (“CLO Funds”) and their Delaware co-issuers;
3. Managing Member or Manager of related private on-shore and offshore funds investing in loan and debt instruments, equities and derivatives (collectively, “COF Fund” or “COF”);
4. Sole member of the General Partner of a privately placed onshore limited partnership investing in loan and debt instruments (the “MSARF”);
5. Submanager for an open ended collective investment scheme named the Oyster Global High Yield Fund, which is a société d’investissement á capital variable (SICAV) established in the Duchy of Luxembourg (“Oyster Fund”);
6. Sub-investment Advisor to a Bermuda mutual fund named the Performa High Yield Fund Ltd. (“Performa”); and
7. Investment Manager to an umbrella type investment company with variable capital, with segregated liability between sub-funds, incorporated with limited liability in Ireland under the Companies Acts of 1963 to 2012 named the Ramapo Fixed Income Fund plc (“Ramapo”).

The above-described individuals, institutions, Wrap Programs and various Funds are collectively referred to as “Clients”.

Seix also provides discretionary “investment supervisory services” both directly and indirectly under contracts with certain SunTrust affiliates.

Customized investment management services are based on Client-specific criteria such as:

1. organizational structure;
2. risk assessment;
3. liquidity and cash flow;
4. income needs;
5. other sources of funds to meet obligations;
6. general economic conditions; and
7. social and other preferences relating to the account’s investment guidelines.

Seix also provides non-discretionary investment advisory services. Pursuant to written agreements, Seix may provide asset allocation solutions, investment consulting, investment and investment policy monitoring, and advice relating to current and future investments, along with periodic reports and in-person reviews. Clients retain discretion over all assets under consulting arrangements, and are responsible for implementing or declining to implement any consulting services or advice provided by Seix.

C. Availability of Customized Services for Individualized Clients

Each Client has its own set of investment guidelines that describe what types of investments may be purchased for its account and what types of investments may not be purchased for its account. Clients may impose restrictions on types of investments, such as socially responsible restrictions. Customized investment management services are based on Client-specific criteria such as organizational structure, risk assessment, liquidity and cash flow, other sources of funds to meet obligations and general economic conditions.

D. Wrap Fee Programs

Seix acts as manager for several Wrap Programs. The Wrap accounts are managed in a similar fashion as separately managed Client accounts with certain differences. Due to the smaller size of Wrap accounts and regulatory restrictions, they are not eligible to participate in privately offered securities (Rule 144A bonds) while most of the separately managed accounts are eligible. Further, Wrap accounts cannot participate in the vast majority of newly issued bond offerings due to the underlying wrap sponsor being in the underwriting syndicate for the newly issued bonds. The issuer weightings for Wrap accounts are different because of their smaller size and their need for liquidity. The bonds in the Wrap accounts need to be more liquid than the bonds in the separately managed accounts due to the smaller size of the bond positions that are traded and the greater frequency in which the bond positions need to be traded. Seix receives a portion of the Wrap fee for its services.

E. Assets Under Management

Seix had a total of \$26,767,223,744 of discretionary assets under management as of November 30, 2012.

Item 5 – Fees and Compensation

A. Advisory Fees and Compensation

Seix's fees are generally payable quarterly in arrears. Initial fees are calculated based upon the number of days in the quarter Seix started managing the Client's account. Subsequent quarters are billed in full unless the Client terminated the relationship prior to the end of the quarter, in which case the fee is prorated for the number of days prior to the end of the quarter.

Seix's basic fee schedules for separately managed accounts are:

Investment Grade Strategies

0.30% per year on the first \$100 million;
0.25% per year on the next \$100 million;
0.20% thereafter
(minimum account size \$50 million)

High Yield Strategies

0.50% per year on the first \$100 million;

0.40% per year thereafter
(minimum account size \$50 million)

Multi-Sector Absolute Return Strategies

0.50% per year on the first \$100 million;
0.40% per year thereafter
(minimum account size \$50 million)

Seix's fees are negotiable and may vary based on account type and Client services requested. Seix will consider factors such as number and frequency of reports and Client meetings, individual security investments versus common or collective funds, investment guidelines and restrictions, account size and type of Client entity.

Description of the fees earned by Seix for managing private Funds that Seix manages can be found in the offering memorandum for each of the private Funds. Fees for the mutual funds for which Seix acts as sub-adviser can be found in the mutual fund's prospectus.

B. Payment of Fees

Seix generally bills Clients for fees incurred on a quarterly basis. Certain Clients calculate Seix's fees and submit the payments to Seix. A Client must request that it calculate and submit payments to Seix and Seix must agree to the arrangement. Seix does not deduct fees from Clients' assets.

C. Additional Fees and Expenses

Seix does not have physical custody of any Client assets. Clients are responsible for making arrangements with their custodians and for paying their custodians' fees and expenses. If a Client invests in a mutual fund subadvised or managed by Seix, the Client will be responsible for paying the mutual fund's fees. Clients may incur brokerage and other transaction costs. Please see Item 12 for a further description of Seix's brokerage practices and arrangements.

D. Prepayment of Fees

Seix's standard policy is to be paid in arrears. On occasion, a client may pay in the middle of the quarterly billing cycle. If there is an overpayment in a quarter, it is addressed the following quarter. The fees for the Wrap Program Clients may be paid in advance, depending on the billing arrangements with the applicable Wrap Program sponsor. If a Wrap Client's account is reduced or closed for any reason during a billing period, Seix will return to the Wrap Sponsor a pro-rata portion of the fee it received with respect to the assets in such Client's account for the remaining fee period.

E. Additional Compensation and Conflicts of Interest

Fees for special investment advisory services are charged only when requested by a Client and agreed to by Seix. Special investment advisory services are available upon request and fees are negotiable. Fees for certain investment advisory services such as asset allocation solutions, investment consulting,

investment and investment policy monitoring, and advice relating to current and future investments are negotiable.

Item 6 – Performance-Based Fees and Side-By-Side Management

Seix will enter into a performance-based fee arrangement with a Client with a separately managed account only at the Client's request and only if the Client qualifies for exclusion under Rule 205-3 under Section 205 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Seix accepts performance-based fees from one separately managed Client account and certain of the private Funds it manages. This presents a conflict of interest because there is an incentive for the investment management team to favor the accounts with performance-based fees over accounts without performance fees because of the potential for higher fees. Seix has procedures in place to ensure that trades are allocated fairly among Clients, including monitoring of allocations by the compliance team. Seix will, in most cases, aggregate transactions on behalf of various accounts. Seix will allocate aggregated transactions to all participating eligible Client accounts in a fair and equitable manner consistent with its trade allocation procedures, fiduciary obligations and each participating Client's investment guidelines and investment management agreement. In addition, the compensation of the investment teams that manage the accounts with performance-based fees is tied to the performance of all of the accounts they manage.

Item 7 – Types of Clients

Seix provides investment management services to high-net worth individuals and to institutional Clients such as pension and profit sharing plans, retirement and benefit plans for unions (Taft-Hartley plans), public funds, endowments, foundations, trusts, government-sponsored entities, captive insurance companies, educational and healthcare facilities such as colleges and hospitals and other types of corporate Clients. Seix also acts as investment manager for Clients in wrap-fee programs. In addition, Seix provides investment management services to commingled funds, including investment companies registered under the Investment Company Act of 1940, as amended (the "1940 Act") (i.e., mutual funds), several private funds that are exempt from registration as mutual funds under the 1940 Act pursuant to section 3(c)(7) of the 1940 Act, and offshore commingled funds.

The minimum account size is \$50,000,000. Seix may accept or retain Clients whose accounts are below the \$50,000,000 minimum in its sole discretion.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

Investing in securities involves risk of loss that Clients should be prepared to bear.

For investors in Funds subadvised or managed by Seix, please see the applicable offering documents for specific information regarding each Fund's investment strategies and risks.

Seix's methods of analysis include the following:

Investment Grade Philosophy and Process

Seix is an active bond manager who believes that the market offers opportunities for significant returns to investors who understand and correctly value Fixed Income securities. We focus our management efforts on the “bottom-up” principle of security selection along with “top-down” strategies for sector allocation and yield curve structure using rigorous fundamental research as well as a series of proprietary and third party tools to identify value. Our diversified portfolios of well-researched companies, value-added security structures and sector rotation seek to provide attractive spreads above the benchmark, regardless of the level or direction of interest rates, at controlled risk levels. We do not expose our Clients to the risks of market timing by maintaining duration close to that of the benchmark.

High Yield Investment Philosophy and Process

Our investment objective is to maximize the upside which is inherent when investing in the High Yield market, but also to be focused on reducing risk by minimizing the downside, especially through avoiding defaults.

Seix Investment Advisors believes that consistently superior High Yield performance is achieved by focusing on the healthier segment of the High Yield market. Therefore, we devote our resources to a targeted universe of High Yield securities. The anomalies that we seek to capture by pursuing this investment approach are to:

- Maximize portfolio return per unit of risk
- Minimize the risk of default
- Provide the necessary liquidity to make active sector shifts
- Allow for the effective application of Fixed Income research techniques to the High Yield market

Sources of Information

Sources of information used by Seix include filings with the U.S. Securities and Exchange Commission, prospectuses, meetings with management, annual reports, rating services, research materials prepared by others, inspections of corporate activities, company press releases, and financial newspapers and magazines. In addition to publicly available sources of information, Seix also uses internal research developed by its investment professionals

B. Material, Significant or Unusual Risks Relating to Investment Strategies

The material risks relating to the significant methods of analysis and investment strategies described above are set forth below:

Credit Risk: Debt securities are subject to the risk that an issuer will fail to make timely payments of interest or principal, or go bankrupt, or that the value of the securities will decline because of a market perception that the issuer may not make payments on time. The lower the rating of a debt security, the higher its credit risk.

Interest Rate Risk: Debt securities will generally lose value if interest rates increase. U.S. Government securities can exhibit price movements resulting from changes in interest rates. Interest rate risk is generally higher for investments with longer maturities or durations. Treasury Inflation Protected Securities (“TIPS”) can also exhibit price movements as a result of changing inflation expectations and seasonal inflation patterns.

Mortgage and Asset Backed Security Risk: Mortgage and asset-backed securities are debt instruments that are secured by interests in pools of mortgage loans or other financial assets. The value of these securities will be influenced by the factors affecting the assets underlying such securities, swings in interest rates, changes in default rates, or deteriorating economic conditions. During periods of declining asset values, mortgage-backed and asset-backed securities may face valuation difficulties, become more volatile and/or illiquid.

Prepayment and Call Risk: When mortgages and other obligations are prepaid and when securities are called, the Client may have to reinvest in securities with a lower yield or fail to recover additional amounts paid for securities with higher interest rates, resulting in an unexpected capital loss.

Foreign Securities Risk: Foreign securities involve special risks such as currency fluctuations, economic or financial instability, lack of timely or reliable financial information, unfavorable political or legal developments and delays in enforcement of rights. These risks are increased for investments in emerging markets.

Below Investment Grade Securities Risk: Below investment grade securities (sometimes referred to as “junk bonds”) involve greater risk of default or downgrade and are more volatile than investment grade securities. Below investment grade securities may also be less liquid than higher quality securities.

Floating Rate Loan Risk: The risks associated with floating rate loans are similar to the risks of below investment grade securities. In addition, the value of the collateral securing the loan may decline, causing a loan to be substantially unsecured. The sale and purchase of a bank loan are subject to the requirements of the underlying credit agreement governing such bank loan. These requirements may limit the eligible pool of potential bank loan holders by placing conditions or restrictions on sales and purchases of bank loans.

Bank loans are not traded on an exchange and purchasers and sellers of bank loans rely on market makers, usually the administrative agent for a particular bank loan, to trade bank loans. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Difficulty in selling a floating rate loan may result in a loss.

Borrowers may pay back principal before the scheduled due date when interest rates decline, which may require the Fund to replace a particular loan with a lower-yielding security. The Client may assume the credit risk of the administrative agent in addition to that of the borrower, and investments in loan assignments may involve the risks of being a lender.

Leverage Risk: Certain transactions and the use of derivatives such as foreign currency forward contracts, swaps and futures may create leveraging risk. Leverage may cause the Client’s account to be more volatile than if the Client’s account had not been leveraged. This is because leverage tends to exaggerate the effect of any increase or decrease in the value of the Client’s securities. Only certain Fund clients may incur leverage.

Derivatives Risk: Investments in derivatives expose a Client to additional volatility and potential loss. Losses on investments in certain types of derivatives may exceed the initial investment. Only certain Fund Clients invest in derivatives.

Foreign Currency Forward Contracts Risk: The technique of purchasing foreign currency forward contracts to obtain exposure to currencies or manage currency risk may not be effective. In addition, currency markets generally are not as regulated as securities markets. Only certain Fund Clients invest in foreign currency forward contracts.

Swap Risk: Certain Clients may enter into swap agreements, including credit default swaps, for purposes of attempting to gain exposure to a particular asset without actually purchasing that asset, or to hedge a position. Credit default swaps may increase the Client's exposure to credit risk and could result in losses if Seix does not correctly evaluate the creditworthiness of the entity on which the credit default swap is based. Swap agreements may also subject the Client to the risk that the counterparty to the transaction may not meet its obligations. Only certain Fund Clients invest in swaps.

Futures Contract Risk: Certain Clients may enter into futures contracts. The risks associated with futures include Seix's ability to manage these instruments, the potential inability to terminate or sell a position, the lack of a liquid secondary market for the Client's position and the risk that the counterparty to the transaction will not meet its obligations. Only certain Fund Clients invest in futures contracts.

Increased Regulations - Events during the past several years and adverse financial results have focused attention upon the necessity to maintain adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to employ, or broker-dealers and counterparties to extend, credit or restrict trading activities could adversely impact profit potential.

Item 9 – Disciplinary Information

Seix and its employees have not been the subject of any criminal or civil proceedings, nor any administrative proceedings before regulatory authorities or self-regulatory organizations since the inception of Seix in 1992.

Item 10 – Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration Status

Seix is not registered as a broker-dealer and does not have any pending applications for registration.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status

Seix is not registered as a futures commission merchant, commodity pool operator or commodity trading adviser and does not have any pending applications for registration. Seix filed for an exemption from registration as a Commodity Pool Operator under CFTC Rule 4.13(a)(3) in December 2012.

C. Material Relationships or Arrangements with Industry Participants

Seix is wholly owned by RidgeWorth, an investment adviser registered with the SEC and a majority owned subsidiary of SunTrust Banks, Inc. ("SunTrust"), a publicly traded financial services holding company (NYSE: STI). Effective March 31, 2008, SunTrust reorganized Trusco, its former institutional money management subsidiary, into eight separately registered legal entities. Simultaneously, Trusco was renamed RidgeWorth. Seix is one of the registered investment advisers spun off as separate subsidiaries as a result of the Trusco reorganization. Seix has arrangements with SunTrust that are material to its advisory business. Those arrangements consist of investment advisory services rendered under certain agreements between RidgeWorth and various bank and/or other subsidiaries of SunTrust. A small number of Seix's employees are unpaid dual employees of RidgeWorth and its affiliated investment boutiques.

(1) Broker-Dealers

Seix is affiliated with and has relationships with SunTrust Robinson Humphrey, Inc. (STRH) and SunTrust Investment Services, Inc. ("STIS"). Both STRH and STIS are subsidiaries of SunTrust and are registered broker-dealers. STIS is also a registered investment adviser. As a general policy, Seix does not transact Client transactions using these affiliated brokers. However, in rare instances and only to the extent permitted by applicable law, these affiliates may, as broker, agent or principal effect securities transactions for Seix Clients. Seix may purchase (trading only through an unaffiliated broker) for its advisory Clients securities for which STRH participates in the underwriting as long as it is not a violation of Client investment guidelines, ERISA, SEC regulations or otherwise unacceptable. Transactions are reviewed by compliance personnel to verify that STRH does not benefit directly or indirectly from the transactions.

STIS has acted as placement or introducing agent for the COF. STRH may act as placement agent for the CLO Funds. STIS has acted as an introducing agent for potential investors in the COF pursuant to a written agreement between STIS and Seix. STIS receives fees from Seix for each potential investor STIS introduces to the COF and which actually purchases interests or participating shares in the COF, as applicable. STIS is no longer placing or introducing potential investors to the COF.

(2) Investment Companies

Seix sub-advises certain investment portfolios of the RidgeWorth Funds which are affiliated with Seix, and are distributed by RidgeWorth Distributors LLC. Broker dealers affiliated with Seix play a significant role and receive 12b-1 and other internal and external fees for selling interests in the RidgeWorth Funds. Service providers to the RidgeWorth Funds include State Street Bank and Trust Company (State Street Bank) for Fund Accounting, Fund Administration and Custody. Transfer Agency services are provided by Boston Financial Data Services, Inc.

Seix also sub-manages or sub-advises certain portfolios of the Hirtle Callaghan Trust, the Rochdale Investment Trust (now the City National Rochdale Funds) and the Domini Social Investments Trust, which are registered investment companies.

(3) Investment Advisers

Seix is affiliated, and has a business relationship, with STIS, whereby STIS solicited potential investors in the COF and Seix pays STIS for the parties solicited by STIS that invest in the COF. STIS is no longer placing or introducing potential investors to the COF.

The Boutiques

RidgeWorth is structured to provide discretionary and non-discretionary advisory and other services to Clients through a series of five wholly owned subsidiaries and one minority owned adviser, each of which is an SEC registered investment adviser (collectively, the “Boutiques”) that specializes in various categories of investment management.

RidgeWorth provides such services principally through the Boutiques to market the various specialties separately and independently from one another. See Item 3 of Form ADV Part 2A of RidgeWorth and the Form ADV Part 2A of each Boutique for more details.

Seix has material business relationships with RidgeWorth. Seix has contracted with RidgeWorth to sub-advise and provide portfolio management, research and analysis, to specified Client assets of RidgeWorth, including certain RidgeWorth Funds. Seix and RidgeWorth have entered into solicitation or referral agreements. Seix and RidgeWorth have entered into an administration agreement (the “Administration Agreement”) whereby RidgeWorth, in consideration for a periodic fee, intercompany credit, revenue share or dividend paid by Seix provides Seix with certain back-office, administrative, and other services, which may include, but is not limited to, services relating to finance, accounting, human resources, and marketing. RidgeWorth has extended a line of credit to Seix to fund anticipated start-up capital needs and operations. Certain Seix officers and employees are also officers and employees of RidgeWorth and one or more or all of the Boutiques and accordingly RidgeWorth persons may perform certain of the above-mentioned activities on behalf of Seix or another Boutique in their capacity as a Seix or Boutique officer rather than under the Administration Agreement (e.g., Proxy Committee). As described more fully in RidgeWorth’s or the other Boutiques’ Form ADV Part 2A, additional financial industry affiliations may apply to RidgeWorth or the other Boutiques, which are not discussed in this Item 10 of Seix’s ADV Part 2.

(4) Banking or Thrift Institution

Seix is affiliated with SunTrust Bank, a Georgia banking corporation and banking subsidiary of SunTrust, and Seix may provide investment management services to certain SunTrust Bank Clients.

Seix has an agreement with SunTrust Bank pursuant to which SunTrust Bank may recommend investment in the COF Fund by eligible Clients of SunTrust Bank and may assist them in making such investments. Seix pays fees to SunTrust Bank for each SunTrust Bank Client that invests in the COF as a result of SunTrust Bank’s recommendation and/or assistance. SunTrust Bank is not currently recommending investment in the COF nor is it currently assisting any potential investors.

Seix has a service agreement with SunTrust, which supplies general administrative and operational services including such items as business insurance, tangible tax, workers compensation, audit and internal control, human resources (including employee benefits and training), information technology support, security, and corporate procurement or purchasing.

Seix may also buy loans for the COF and CLO Funds from SunTrust Bank or loans where STRH is a structuring agent or a member of the arranger or bookrunner teams.

Seix serves as collateral manager to the CLO Funds. STRH serves as structuring agent/placement agent to certain of the CLO Funds.

The respective custodians of the MSARF, COF and CLO Funds are not affiliated entities of Seix, SunTrust Bank or STRH and the respective trustees of the CLO Funds are not affiliated entities of Seix, SunTrust Bank or STRH. SunTrust Bank will serve as an administrative agent for the note holders owning the senior revolving notes issued by the CLO Funds.

(5) Private Partnerships

Seix may serve as general partner, sole member of the general partner or managing member of any of the various Funds it manages. In particular, Seix serves as the Collateral Manager for CLO Funds, as Managing Member/Investment Manager for the COF, the sole member of the General Partner of the MSARF and the Investment Manager of the MSARF. The COF, MSARF and the CLO Funds may be offered to Clients of Seix or its Managing Member/affiliates (including STRH, STIS and SunTrust Bank) who are Qualified Institutional Buyers or Qualified Purchasers. STRH or other broker-dealers may act as placement agent.

Each private Fund relies on exemptions from registration under of the Securities Act of 1933, as amended, and 1940 Act Section 3(c)(7). They may offer and sell units only to Accredited Investors as defined in the Securities Act of 1933 and Qualified Purchasers as defined in 1940 Act Section 2(a)(51) or to “knowledgeable employees” as defined in 1940 Act Rule 3c-5 (collectively, “Investors”). Each private Fund is managed only in accordance with its own characteristics and Investors may not impose restrictions on any investments or types of investments that would alter Seix’s investment strategy for the private Funds. In addition, Investors may not direct Seix to purchase or sell portfolio securities through any specific broker or dealer. Investors should consider whether a particular private Fund meets their investment objectives and risk tolerance prior to investing. Information about each private Fund can be found in its offering documents, including any confidential private placement memorandum.

D. Material Conflicts of Interest Relating to Other Investment Advisers

Seix serves as sub-adviser to the RidgeWorth Funds, which offer investors a selection of fixed income and equity mutual funds. When appropriate, Seix may recommend investment in these affiliated mutual funds. To the extent that a Client chooses to invest all or a portion of its account in an affiliated mutual fund, Seix does not charge an advisory fee on assets invested in affiliated mutual funds, in addition to the advisory fees embedded in the mutual funds.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

Seix's foremost responsibility is the protection of Client assets. All employees are required to comply with all regulatory laws and firm imposed policies and procedures. In addition to its high fiduciary standards, professional principles and conduct requirements, Seix must approve certain for-profit and not-for-profit "outside" or personal functions, positions, political contributions, and other activities that may create a conflict or a perceived conflict of interest to one or more of Seix's Clients.

A copy of Seix's Code of Ethics is available to Clients and prospective Clients upon request by contacting the Chief Compliance Officer at (201) 391-0300 or via U.S. mail by writing Seix Investment Advisors LLC, 10 Mountainview Road, Suite C-200, Upper Saddle River, NJ 07458. Seix considers all employees to be "Access Persons," and thus all employees are held to the same strict standards.

In accordance with the Advisers Act, specifically Rule 204A-1, and the 1940 Act, specifically, Rule 17j-1(b)(1), Seix has adopted a strict Code of Ethics and Code of Business Conduct that address personal and professional conflicts of interest, prohibits certain types of personal securities transactions, and is designed to avoid perceived or actual conflicts and prevent front running and possible insider trading abuses. The Code of Ethics and Code of Business Conduct also establish reporting requirements and enforcement procedures. As part of its high fiduciary standards, professional principles and conduct requirements, Seix must approve certain "outside" business activities, political contributions, personal trades and any other activity that may create a conflict or a perceived conflict of interest. Violations of the Code are addressed and resolved by the CCO and Management as quickly as possible. Sanctions for violations may include, but are not limited to personal trading restrictions, loss of compensation, fines, suspension, and termination.

The Gifts and Entertainment Policy - Establishes limitations on the acceptance of gifts and/or entertainment by Access Persons, as well as reporting requirements and enforcement procedures. All Access Persons are prohibited from accepting gifts that exceed \$100 from the same party during the same calendar year. Reasonable one on one entertainment such as golf outings, sporting events and concerts in the Tri-State area of New Jersey, New York and Connecticut are allowed. Each Investment Group – High Grade Group, High Yield Group, Securitized Debt Group and Bank Loan Group – is limited to four dinners per year with each brokerage firm with whom they do business, provided that there is a business purpose to the meeting and business is discussed during the session. All Access Persons must report Gifts and/or Entertainment quarterly.

Insider Trading - Seix has adopted an Insider Trading Policy in accordance with Advisers Act Section 204A which establishes policies and procedures to prevent the misuse of material information by Access Persons. Seix and its related persons may, from time to time, come into possession of material nonpublic and other confidential information, which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, Seix and its related persons may be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is an advisory Client. Accordingly, should such persons acquire possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the

benefit of, their respective Clients, and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, their Clients when following policies and procedures designed to comply with law.

Political Contributions - All employees are subject to pre-approval and quarterly reporting of all political contributions. Seix's policy is to only allow aggregate contributions of up to \$350 per election cycle to an elected official or candidate for whom the employee is entitled to vote; and aggregate contributions of up to \$150 per election cycle to an elected official or candidate for whom the individual is not entitled to vote.

Whistleblower – Seix adopted a Whistleblower policy to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In addition, Seix employees have access to a confidential whistleblower hotline that is available 24 hours a day, 365 days a year.

Participation or Interest In Client Transactions

Seix and its affiliates may act as investment adviser to numerous Client accounts. Seix's employees and Seix's affiliates may invest in securities they also recommend to Clients and may give advice and take action with respect to Client accounts they manage, or for their own accounts, that may differ from action taken by Seix or its affiliates on behalf of other Client accounts. As these situations may represent a potential conflict of interest, Seix and its affiliates have adopted restrictive policies and procedures wherever deemed appropriate to detect and mitigate or prevent potential conflicts of interest. Seix and its employees are not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that Seix, its affiliates or their respective Access Persons, as defined under the 1940 Act and the Advisers Act, may buy or sell for their own accounts or for the accounts of any other Client. Seix is not obligated to refrain from investing in securities held by Client accounts that it manages except to the extent that such investments violate the Code of Ethics adopted by Seix, SunTrust and the RidgeWorth Funds or any other regulatory or Client-imposed restrictions or guidelines. From time to time, Seix, its officers, directors and employees may have interests in securities owned by or recommended to Seix's Clients. These include interests in bonds, mutual funds, and privately offered Funds, domestic or foreign, that may invest directly or indirectly in securities of issuers which Seix may purchase for the COF, MSARF, CLO Funds, Oyster Fund, Performa and Ramapo. As these situations may represent a potential conflict of interest, Seix has adopted procedures relating to personal securities transactions and insider trading that are reasonably designed to prevent perceived or actual conflicts of interest.

In addition, the existence of intercompany arrangements, business relationships and investment practices between Seix, its parent company and affiliates creates the potential for conflicts of interest. Seix has adopted restrictive policies and procedures wherever deemed appropriate to detect and mitigate or prevent potential conflicts of interest. Known conflicts and Seix's handling of such conflicts are disclosed below.

Seix portfolio management and trading personnel may at times simultaneously purchase or sell the same investments for Seix's Clients, as well as for various non-Seix Client relationships. Restrictive policies and procedures for information protection, Client account access, cross trading and trade

allocations have been implemented. Information sharing restrictions and policies and procedures have been implemented to protect Client account information access.

With respect to the COF, Seix may sell securities short. Policies and procedures are in place to minimize conflicts between short sales in the COF and long positions in other Client accounts that Seix manages. Also with respect to the COF, Seix may purchase equity securities, warrants, futures and options in accordance with the COF's investment strategy. In the course of doing business for Clients that invest in bank loans, Seix may obtain material non-public information; Seix has policies and procedures in effect to protect against improper use of such material non-public information.

Certain "knowledgeable employees" (as such term is defined in Rule 3c-5 promulgated under the 1940 Act) have invested in the COF as provided in the COF's private offering memoranda and have invested in Mountain View CLO 2013-1, Ltd. ("MV 2013") as provided in MV 2013's offering memorandum. Investments in the COF by Seix knowledgeable employees present inherent conflicts of interest when allocating trades or investment opportunities because the COF and MV 2013 are managed by certain of the knowledgeable employees side by side with certain mutual funds, the MSARF, the other CLO Funds, the Oyster Fund, Performa, Ramapo and certain individually managed Client accounts. Seix has procedures in place to ensure that trades are allocated fairly among Clients, including monitoring allocations. In addition, the compensation of the knowledgeable employees who manage the COF and MV 2013 are tied to the performance of all of the Funds, and individual Client accounts that they manage.

As Collateral Manager for the CLO Funds, Managing Member/Investment Manager for the COF, and sole member of the General Partner of the MSARF, Seix may purchase loans and synthetic securities originated or syndicated by SunTrust or an affiliate, may purchase loans and synthetic securities from SunTrust or an affiliate, and may otherwise engage in affiliated transactions, but, as disclosed in the respective fund's private offering memorandum or offering circular, only in accordance with the requirements of Advisers Act Section 206, including the written consent of the directors of the respective COF or CLO Fund, each of whom are independent of and unaffiliated with the SunTrust organization.

In general, Seix has a policy under which most investment advisory activities are generally autonomous from any investment or other securities activities of the SunTrust-affiliated banks and companies. This investment philosophy is designed to prevent Seix's personnel from having knowledge of the business and investment activities carried on by those banks and companies for their own accounts, other than in a fiduciary capacity. A small number of Seix's employees are dual employees of RidgeWorth and its affiliated investment boutiques. To the extent that Seix advises or sub-advises Client accounts for affiliates, Seix is responsible for and knowledgeable about such affiliates' Client accounts. However, Seix may, from time to time, unknowingly recommend the purchase or sale of securities in which SunTrust, or another affiliate, has a position or interest about which Seix is unaware.

Although certain business relationships and investment practices do exist between Seix and its affiliated broker-dealers, restrictive policies and procedures have been established wherever deemed appropriate in order to mitigate/avoid conflict of interest issues. STIS is a dual registrant broker-dealer and investment adviser. STRH is a registered broker-dealer. One or more of these affiliates or other affiliates could from time to time, as broker or agent, effect securities transactions for Clients who happen to be Clients of Seix. In addition, STIS and STRH act as agents in private placements of securities

for various issuers and STRH engages in equity and fixed income underwritings. In accordance with applicable regulatory requirements, Seix may purchase, on behalf of its Clients, securities offerings for which an affiliate serves as lead underwriter or co-manager of an underwriting syndicate or member of an underwriting syndicate.

From time to time, due to regulatory requirements applicable to the various types of accounts managed by Seix, Seix may be restricted from investing in certain securities for its Clients, due to an affiliate's participation in an underwriting or other financial advisory role. Compliance with these regulatory requirements may affect potential returns. In addition, Seix may utilize affiliates to execute principal and agency transactions, but only in accordance with the requirements of Seix's policies and procedures, the Advisers Act, the 1940 Act, ERISA and related regulations as applicable, as well as Client guidelines and restrictions.

Mutual fund transactions with affiliated broker-dealers will be executed only pursuant to procedures adopted by the respective Board of Trustees of such mutual funds under the 1940 Act Rules 17e-1 and 10f-3. Cross transactions in mutual funds are executed only in accordance with 1940 Act Rule 17a-7 procedures adopted by each mutual fund's respective Board of Trustees. Under certain conditions, and upon specific Client requests, purchases of a mutual fund portfolio may be executed through "in-kind" securities purchases in lieu of cash purchases. Each Client request and each portfolio holding is individually evaluated to determine the feasibility and acceptability under the policies and procedures of Seix and the relevant mutual fund.

For accounts where Seix may be delegated discretion pursuant to an intercompany agreement with SunTrust Bank, transactions with affiliated broker-dealers will be executed only as allowed in conformance with Section 23B of the Federal Reserve Act and other applicable laws or regulations.

It is possible that Seix Clients may invest with or otherwise have a financial interest in one or more SunTrust affiliates. Unless directed by a Client, Seix has a policy of not recommending, investing in, providing advice for or in any way attempting to influence Clients' investments in securities of SunTrust. To the best of its abilities, Seix reviews and monitors each individual situation to ensure that all Clients are adequately protected against conflicts of interest. With respect to voting proxies for any such companies, Seix follows the conflicts provisions described in its Proxy Voting Policy designed to eliminate or minimize any such conflict. For more information, see the Summary of Seix Investment Advisor LLC's Proxy Voting Policy below. In the ordinary course of business, Seix may become aware of a SunTrust subsidiary's or affiliate's director who may sit on the board of an organization that may be a Seix Client. Seix will review each situation if/when it becomes known, and take appropriate action as deemed prudent in order to avoid potential conflicts.

Personal Trading

- In accordance with the Advisers Act, specifically Rule 204A-1, and the 1940 Act, specifically Rule 17j-1(b)(1), Seix has adopted a strict Code of Ethics and Code of Business Conduct that address personal and professional conflicts of interest, prohibits certain types of personal securities transactions, and is designed to avoid perceived or actual conflicts and prevent front running and possible insider trading abuses.
- The Code of Ethics also establishes reporting requirements and enforcement procedures.

- All Access Persons are required to comply with Federal Securities Laws.
- All Access Persons are required to immediately report any violation of the Code of Ethics to the Chief Compliance Officer.
- All Access Persons are required to initially/quarterly/annually submit the appropriate information, material, and documentation regarding all personal trading.
- Each Access Person is required to direct each brokerage firm or bank at which such Access Person maintains a securities related account which the Access Person has direct or indirect beneficial interest in, to send duplicate copies of each person's confirmations and statement to the designated Seix Compliance Review Officer. If such designated broker transmits holdings via an electronic feed, in lieu of the paper statements, the Seix Compliance Review Officer will request such an electronic feed.
- All Access Persons are required, in accordance with firm policies, to pre-clear and/or report personal transactions in their accounts. (Certain mutual funds, cash/cash equivalents, indexes and government related securities may be exempt.)
- Market timing and late day trading detailed by the SEC are not permitted
- Short term trading in any/all positions is discouraged. In general, all securities must be held for a period of 60 days or more.
- Access Persons are restricted from trading certain securities during certain periods of time. These are referred to as "black out" periods and are designed as a means of protecting Clients against employee front running and insider trading.
- Access Persons may be restricted from specific styles of trading such as good-till-canceled orders, and may be restricted from specific types of investments such as initial public offerings ("IPOs") and private placements.
- For each Access Person for which an electronic broker feed is received, the designated Seix Compliance Review Officer review activity daily to determine if any individual violations occurred. For all other Access Persons, the review is completed on a monthly basis upon receipt of broker paper statements.
- Violations will be swiftly dealt with, and depending upon the seriousness of the infraction, Seix may impose one or more of the following:
 - Verbal admonishment;
 - Written acknowledgement from the Access Person that he/she has again reviewed, fully understands, and agrees to abide by all Seix Personal Trading Policy and Procedures;
 - Written notice to the Access Person's personnel and compliance files and steps taken to ensure full compliance in the future;
 - Fines and/or reversals of the transaction(s); (individual must accept all losses and any profits would go to a pre-determined Seix designated charitable organization);
 - Partial or full restriction on all personal trading; and/or
 - Suspension or termination of employment.

Seix shall maintain records under the conditions described in Rule 31a-2 under the 1940 Act and Rule 204-2 of the Advisers Act that shall be available for examination by representatives of the SEC.

Item 12 – Brokerage Practices

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Investment or Brokerage Discretion

Seix generally has discretionary authority to determine, without obtaining specific Client consent, the securities and the amounts thereof to be bought or sold. Seix must adhere to Client investment guidelines, even though such guidelines may adversely affect the Client's investment returns. At a Client's request, Seix may provide non-discretionary investment management services. See Item 10, above, for a discussion of limitations on Seix's authority to buy or sell securities that may involve any related persons.

Selection Criteria for Brokers and Dealers

Seix's objective in selecting brokers and dealers and in effecting portfolio transactions is to obtain the best combination of price and execution with respect to transactions in its Clients' accounts. Loans are generally purchased and sold directly between loan counterparties in dealer markets and debt securities are also generally purchased and sold in dealer markets where there are no agency commissions. Therefore, a number of other judgmental factors must be considered, along with the best net price.

Seix often uses Electronic Communications Networks ("ECNs") through which multiple brokers compete for trading opportunities. This usually results in equal or more favorable overall executions for the transactions.

Seix's Brokerage Committee meets periodically, but no less than semi-annually, to review and assess all current broker-dealer relationships. In selecting among broker-dealers to execute a given transaction under Seix's discretionary authority, Seix considers, among other things, the following:

1. the broker's expertise and ability to execute the transaction at the most favorable net price of the security for the Client;
2. the ability of the broker to handle large blocks/thin markets and other special trading situations;
3. the price of the security for the Client;
4. the financial strength and stability of the brokerage firm;
5. the investment research services provided by the broker; and
6. the operational abilities of the broker.

Seix evaluates the performance of the brokerage firms using the criteria specified above and other input as deemed appropriate. Performance is also reviewed relative to trading volume to help determine if best execution is being obtained. Brokers that have not been approved are blocked from Seix's trade allocation system in order to prevent trading with unauthorized brokers.

Trade Aggregation Policy

Seix will always seek best overall execution for its Clients unless required to use a specific broker designated by a Client. Seix will, in most cases, aggregate transactions on behalf of various accounts in order to facilitate best execution and possibly negotiate more favorable pricing. To the extent that transactions are aggregated, Seix will allocate such transactions to all participating Client accounts in a fair and equitable manner consistent with its written trade allocation procedures, fiduciary obligations and each participating Client's investment guidelines and investment management agreement.

Due to market conditions or a change in portfolio management decisions, a specific aggregated order may not be completely filled at one price or in total. At such times, the order will be average-priced so that all accounts receive a fair price and the transaction will be distributed among all eligible accounts in a fair and equitable manner so that no eligible account will be systematically disadvantaged in such situations. In addition, dedicated investment disciplines and portfolios may receive all or a larger percentage of a partially filled transaction if the security is generally the primary investment vehicle for the portfolio or account. For example, a bank loan fund account may receive a greater allocation of a partially executed bank loan transaction than a bond fund account. This is because the bank loan fund account invests a greater percentage of its assets in bank loans, while the bond fund account can only place a limited percentage of its assets in bank loans. Therefore, the market value of assets going to bank loans in a bond fund account may be significantly smaller than that of a bank loan fund account. The same principles apply in favor of a portfolio invested predominantly in bonds when allocating a bond trade between a bond fund account and a bank loan fund account.

In addition, Seix engages in opportunistic market bond trades. Opportunistic market bond trades are characterized by purchasing a bond position from one party and selling it to another pre-identified party during the same day to profit from inefficiencies in the marketplace. The opportunistic market bond trades are not allocated pro rata among all Clients because of the risk level, nature and relatively small size of such trades. Instead, the opportunistic market bond trades are allocated among Clients based on several factors, including, but not limited to, whether a Client account can hold bonds rated CCC or lower, the Client's current holdings of bonds rated CCC or lower, Client guidelines, Client risk tolerance, Client investment objectives, a Client's sensitivity to turnover, available investments and liquidity.

Further, Seix engages in opportunistic market loan trades. Opportunistic market loan trades are characterized by purchasing a loan position from one party and selling it to another pre-identified party, usually within less than one hour to profit from inefficiencies in the loan marketplace. The opportunistic market loan trades are not allocated pro rata among all Clients because of the risk level, nature, relatively small size of such trades, potential multiple assignment fees and minimum dollar amount requirements under the applicable credit agreements. The opportunistic market loan trades are allocated among Clients based on several factors, including but not limited to, whether the Client's investment strategy is bank loans, Client turnover limits or sensitivity to turnover, Client guidelines, Client risk tolerance, dollar amount of opportunistic market loan trade, and whether the applicable

administrative agent for the loan will require an assignment fee for each Client account to which the trade is allocated.

Seix also engages in day-risk loan trades which are intra-day trades, designed to take advantage of the volatility in the credit markets. Day-risk loan trades are different from the standard and opportunistic trades because of their intra-day nature. Because of their increased risk and extremely short term (intra-day) nature, day-risk loan trades will not be allocated on a pro rata basis across all Client Accounts because of the risk level, nature, relatively small size of such trades, potential multiple assignment fees and minimum dollar amount requirements under the applicable credit agreements. The day-risk loan trades are allocated among Clients based on several factors, including but not limited to, whether the Client's investment strategy is bank loans, Client turnover limits or sensitivity to turnover, Client guidelines, Client risk tolerance, dollar amount of opportunistic market loan trade, and whether the applicable administrative agent for the loan will require an assignment fee for each Client account to which the trade is allocated.

Seix realizes such situations present inherent conflicts of interest and that certain Client accounts may appear to be disadvantaged in specific instances. Seix will, however, at all times, allocate trades on a basis believed to be fair and equitable. In addition, Seix will not disproportionately allocate trades in a manner inconsistent with the manager's ability to effectively and efficiently maintain or sell the position (i.e., "odd lots" or less than standard incremental amounts). The trader will, however, ensure that all accounts are treated fairly based on all distribution criteria (i.e., no Client will disproportionately receive rounded-up allocations) and that the COF Fund or other affiliated accounts do not otherwise benefit from the inability to adequately allocate odd lots to Clients.

Compliance will continually monitor allocations among all accounts to ensure that all trade allocation policies are consistently enforced. In cases where allocations are not made on a pro rata basis, Compliance will ensure that the rationale for any such allocation is properly documented.

Seix will reimburse Clients for any direct loss resulting from the correction of a guideline breach or trade error where such is the result of an action taken by Seix. The account will keep any gains associated with corrective action. For the most part, there is no netting of multiple transactions – i.e., gains on some trades cannot be netted with losses in order to reimburse a Client for a loss. Exceptions consist of instances such as wash sale programs, Wrap Programs and the like. The gain or loss will be determined based on net proceeds paid vs. net proceeds received. It is not Seix's policy to reimburse Clients for passive breaches of investment guidelines, which are those that occur, not because of actions taken or not taken by Seix, due to changes to the issuer of a security, such as delisting from an exchange or a downgrade by a rating agency, or those due to changes in market conditions, where values of securities held by a Client increase or decrease.

Client-Directed Brokerage Transactions

Seix usually has discretion to select executing broker-dealers and to negotiate brokerage rates for securities transactions for Clients' accounts. However, Clients occasionally restrict Seix from using a particular broker or request that Seix use a specified broker or dealer to effect transactions in an account as compensation for services provided directly or indirectly by the broker to the Client.

Specifying or restricting broker-dealers may be inconsistent with obtaining best overall execution for a Client transaction. Where a Client directs or restricts the use of a particular broker-dealer, or broker-

dealers, Seix may not be in a position where it can negotiate spreads or obtain volume discounts, and therefore, best price may not be achieved, which may negatively affect that Client's account performance. In addition, Clients who direct Seix to use a particular broker-dealer or restrict Seix from using a particular broker-dealer may be prevented from participating in allocations of certain limited-availability securities and from obtaining a portion of the allocation of new offerings through any such broker-dealers who are members of the offering underwriting syndicate.

Upon written Client direction, Seix may execute trades through specified broker-dealers, but only on the Client's understanding that separating such transactions from block orders could materially and adversely affect the Client's return. Trades from Client-directed brokerage arrangements are executed on a best efforts basis. To the extent that Seix would otherwise have included the Client's transaction in a block order, directed orders may be placed after block trades. Seix reserves the right not to use a directed broker-dealer if the Brokerage Committee deems it in the best interests of the Client. Moreover, Seix is not obligated to execute any brokerage transactions through a directed broker-dealer that is not on its authorized broker-dealer list.

Seix participates in several Wrap Programs as identified in Item 1, above. In the typical Wrap Program, the sponsor will provide the Client trade execution, along with investment advice, accounting, investment performance measurement and administrative services, for a comprehensive fee. However, the fixed income Wrap Programs managed by Seix allow, and sometimes require, Seix to trade with a broker affiliated with the Wrap sponsor. Since fixed income securities trade on a bid-offer spread basis, and are not subject to brokerage commissions, trading with the Wrap sponsor may not enable Seix to obtain the best price and execution – especially if the Wrap sponsor's trading desk does not have the bonds in inventory and needs to buy them from another dealer. If the agreement with the Wrap sponsor does not require Seix to trade with a particular broker-dealer affiliated with the Wrap sponsor, Seix will use the broker-dealer that provides the best price and execution for the trade. If the agreement with the Wrap sponsor requires Seix to execute trades only with a particular broker-dealer affiliated with the Wrap sponsor, Seix will honor its contractual obligations and execute trades with such broker-dealer because Seix is required to do by the agreement and not using such broker could subject the Client to additional transaction fees and expenses. Even where another broker-dealer quotes a more favorable price than that quoted by the broker affiliated with the Wrap sponsor in a given trade, that price, along with the added transaction fees, may on balance be less favorable to the Wrap Client than the quoted price of the broker affiliated with the Wrap sponsor. Wrap sponsors providing execution services under a Wrap Program are responsible for providing best price and execution for Wrap Client trades. In addition, if any Wrap Clients are subject to ERISA, trading with the Wrap sponsor may create a potential party-in-interest transaction prohibited under ERISA. Not all advisers require Clients to direct brokerage.

Further, for asset-based Wrap fees which cover trades executed by a broker affiliated with the Wrap sponsor, Wrap Clients may be charged both fees on trades executed by other non-affiliated broker-dealers, and "mark-ups" and "mark-downs" on trades executed by the broker affiliated with the Wrap sponsor or another broker-dealer as principal, as well as odd-lot differentials, transfer taxes, handling charges, exchange fees, offering concessions and related fees for purchases of unit investment trusts, mutual funds and other public offerings of securities, and other charges imposed by law with regard to transactions in Wrap Clients accounts. Since asset-based fees may be classified by the Internal Revenue Service as an investment expense rather than a transaction charge, Clients should consult with their professional tax advisors regarding the potential impact of such classification.

Pursuant to the Wrap Program agreement, the sponsor pays Seix an investment advisory fee, which is included in the Client's comprehensive fee. The sponsor is generally responsible for the majority of Client communication and administrative services. Depending on the contractual relationship, Seix may or may not retain proxy-voting rights on behalf of a Wrap Program.

Seix's role in a Wrap Program is solely to provide investment management services. Trades for Wrap Clients are bunched together and sent out as an omnibus block trade to several broker-dealers in order to receive best price and execution. In order to avoid potential party-in-interest transactions for Wrap Clients who may be subject to ERISA, generally all purchases of corporate bonds for Wrap accounts are done in the morning, while Wrap accounts' sales of corporate bonds are done in the afternoon, or, if possible, done on different days.

"Soft Dollar" or Research/Execution Policy

Brokerage activity is not used to pay for the costs of any third party services received including, but not limited to, investment strategies, research, news, and quotation equipment. Any and all such services are paid with "hard dollars". Seix does receive unsolicited research from certain of the broker-dealers it trades with during the normal course of business.

Item 13 – Review of Accounts

A. Frequency and Nature of Review of Client Accounts or Financial Plans

Account Reviews

Accounts are assigned to Client Service Managers ("CSMs") based on a number of factors including location of Client, investment strategy, Client type and, special needs. The CSM directs the relationship by organizing the resources of the client service staff to ensure that all Client relationships and portfolios are properly serviced, monitored and supervised. CSMs are well-acquainted with the Client's organization, philosophy, investment guidelines and objectives.

The portfolio managers and research analysts for each investment discipline determine the specific securities purchased or sold within a portfolio based on the investment discipline's philosophy and process. Specific Client guidelines and restrictions are coded into compliance guideline systems upon account opening and reviewed as part of Seix's bi-annual account review process (the "Review"). The compliance guideline systems are designed to screen individual transactions to prevent allocations of trades to accounts that do not comply with specific Client guidelines or Seix's policies and procedures.

The Review consists of a detailed review of each Client by members of Client Service and Compliance to confirm that Seix has complete and current records and documentation for the Client's account, including investment guidelines, investment policy statement (if applicable), investment restrictions, authorized signers' list, etc. Accounts are reviewed continuously with the aid of the automated guideline compliance system by the CSA at Seix to ensure that account guidelines and objectives are being followed with regard to asset allocation, individual securities owned and other Client-specific factors. In addition, external events may trigger an account review or action by the CSM. These include, but are not limited to:

1. a change in the fundamentals or performance expectations of a security held in an account;
2. a change in investment strategy;
3. a change in the Client's risk tolerance, income and cash needs, tax status, or any other change in the Client's profile;
4. additions to or withdrawals from an account;
5. a meeting with a Client where its needs are reviewed and/or changed; and
6. a material market or economic change.

Account Reports

Seix's policy is to provide quarterly reports to separately managed account Clients. Seix's typical quarterly report includes a discussion of a topic that is pertinent to the management of the Client's portfolio and performance commentary. In addition, there is a quarterly report booklet that includes portfolio sector allocations, portfolio characteristics, a portfolio valuation and performance for the account, both for cumulative and calendar periods. Special reports are prepared when requested. Further, Seix will accommodate specific daily, weekly, monthly or quarterly reporting requirements requested by Clients. Investors in the COF, MSARF, CLO Funds, Oyster Fund, Performa, Ramapo and the issuers of same will receive such reports as are provided for in the respective offering memoranda/documents.

Seix may, to the best of its ability, assist Clients with corporate action filings involving class action lawsuits. Assistance is limited to mailing Clients any documentation for class action suits involving assets currently or formerly managed by Seix. Seix will forward to the Client any material received, but will not complete or file class action claims or other related class action documentation on behalf of the Client. Seix will not prepare or file proofs of claim or ballots in a bankruptcy proceeding on behalf of its Clients except in limited circumstances.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

Not applicable

B. Compensation to Non-Supervised Persons for Client Referrals

Seix may on occasion enter into solicitation agreements with individuals, financial intermediaries or others who may or may not be affiliated with Seix. All solicitation agreements will comply with Rule 206(4)-3 under the Advisers Act and any other law as applicable. In addition, Seix has entered into agreements with certain affiliated and unaffiliated parties, including, but not limited to, SunTrust Bank and SunTrust Investment Services, Inc. ("STIS"), both affiliates of Seix, to introduce the COF to potential qualified investors and assist such investors with an investment in the COF. These agreements require such party to provide each prospective investor in the COF Fund with a copy of Seix's Form ADV Part II and to disclose to the prospective investor the nature of the relationship between the party and Seix and the compensation arrangements between the party and Seix. Payments to such party by Seix will

not increase the general fees paid by the prospective investor in the COF. STIS and SunTrust Bank are not currently recommending investment in the COF.

Seix or an affiliate may from time to time pay event attendance or participation fees, underwrite charitable or industry events or provide gifts of value to, or at the request of, an organization or individual that offers or includes products or services of Seix or an affiliate in a particular program or refers or has referred a Client to Seix. All such activities will be done in compliance with applicable law and Seix's Gifts and Entertainment policy. In addition, certain third party institutions provide financial support on a voluntary basis for educational meetings. The amount of any such support may be substantial and may vary among payors.

SunTrust has adopted incentive plans pursuant to which officers and employees of the bank holding company and its subsidiaries may receive incentive compensation for referring investment management business to the subsidiaries of SunTrust, including Seix. Clients referred to a SunTrust affiliate pursuant to these arrangements may become the indirect beneficiaries of investment advisory services provided by Seix to affiliate banks under Seix's contracts with such affiliates.

Item 15 – Custody

Seix does not have physical custody of either Client funds or securities. Clients receive account statements directly from their broker-dealers or custodians. Clients should carefully review the accounts statements from their broker-dealers or custodians. Clients should compare the account reports they receive from Seix with the account statements from their broker-dealers or custodians.

Seix may be deemed to have custody of the assets and securities of the MSARF because Seix is the sole member of the general partner of the MSARF, which is a limited partnership. Seix does not have physical custody of the assets and securities of the MSARF and the MSARF's assets and securities are held by an unaffiliated third party custodian.

Item 16 – Investment Discretion

Seix accepts discretionary authority from the Client at the outset of an advisory relationship to manage assets in the Client's account. In all cases, however, such discretion is exercised observing investment limitations and restrictions that are outlined in each Client's investment advisory agreement or investment policy guidelines. A Client can place reasonable restrictions on Seix's investment discretion. The most common restrictions are social restrictions or those that prohibit us from buying specific companies. Investment guidelines and restrictions must be provided to Seix in writing. Such restrictions may impact performance.

For registered investment companies, Seix's authority to trade securities may also be limited by certain federal securities and tax laws.

See Item 4 for additional information about discretionary and non discretionary services.

Item 17 – Voting Client Securities

Seix will accept proxy voting responsibility at the request of a Client. Once Seix accepts proxy voting responsibility, generally a Client will be allowed to request to vote its proxies on a particular solicitation and Seix will (if operationally possible) attempt to comply with the request. Where Seix is responsible to vote proxies for a Client, Seix has a Proxy Committee ("Proxy Committee") that includes personnel from RidgeWorth, Seix and each Boutique and is responsible for establishing policies and procedures designed to enable Seix to ethically and effectively discharge its fiduciary obligation to vote all applicable proxies on behalf of all discretionary Client accounts and funds. Annually (or more often as needed), the Proxy Committee will review, reaffirm and/or amend guidelines, strategies and proxy policies for all domestic and international Client accounts, Funds and product lines.

Seix's policy is to vote all shares per the Seix Proxy Policy unless the Client chooses a custom policy. In the case that a ballot item is not covered under the policy or is coded as case-by-case in the Firm's policy, a research analyst or portfolio manager will review the available information and along with his/her knowledge of the company, will make a vote recommendation to the Proxy Committee. The Proxy Committee members consider the information and recommendation and vote on that ballot item. As reflected in the Seix Proxy Policy, the Proxy Committee will affirmatively vote proxies for proposals that it interprets are deemed to be in the best economic interest of its Clients as shareholders and beneficiaries to those actions.

Due to its diversified Client base, numerous product lines, and affiliation with SunTrust Banks, Inc., and its subsidiaries, the Proxy Committee may determine a potential conflict exists in connection with a proxy vote based on the SEC guidelines. In such instances, the Proxy Committee will review the potential conflict to determine if it is material.

Examples of material conflicts of interest which may arise could include those where the shares to be voted involve:

1. Common stock of SunTrust Banks, Inc., and/or other public corporate issuers with which either RidgeWorth or SunTrust Banks, Inc. or its affiliates, may have a similar significant on-going non-investment management associated relationship.
2. An issuer with a director, officer or employee who presently serves as an independent director on the board of RidgeWorth or SunTrust Banks, Inc. or any of its affiliates.
3. An issuer having substantial and numerous banking, investment, or other financial relationships with RidgeWorth, SunTrust Banks, Inc. or its affiliates.
4. A director or senior officer of RidgeWorth or SunTrust Banks, Inc. serving on the board of a publicly held company.

Although the Firm utilizes a pre-determined proxy voting policy, occasions may arise in which a conflict of interest could be deemed to be material. In this case, the Proxy Committee will determine the most fair and reasonable procedure to be followed in order to properly address all conflict concerns. The Proxy Committee may retain an independent fiduciary to vote the shares.

Although the Firm does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through Proxy Policy incorporation.

After an extensive review of established service providers considering factors such as size, experience and technical capabilities, RidgeWorth, on behalf of itself and its boutiques, including Seix, contracted with Glass Lewis & Co., as its agent to provide certain administrative, clerical functional recordkeeping and support services related to the Firm's proxy voting processes/procedures, which include, but are not limited to:

1. The collection and coordination of proxy material from each custodian for each Seix Client's account(s);
2. The facilitation of the mechanical act of proxy voting, reconciliation, and disclosure for each Seix Client's accounts(s), in accordance with Seix's Proxy Policies and the Proxy Committee's direction; and
3. Required recordkeeping and voting record retention of all Seix proxy voting on behalf of Seix Clients.

Clients may view the Seix Proxy Policy at <http://ridgeworth.com/shareholders/proxy-voting>.

To obtain a copy of the complete proxy voting policies and procedures, or information about how Seix voted your proxies, please contact: the Chief Compliance Officer at Seix Investment Advisors LLC, 10 Mountainview Road, Suite C-200, Upper Saddle River, NJ 07458; or via telephone at (201) 391-0300 for further information, questions and/or concerns regarding Seix's Proxy Policy; or to receive a complete copy of the Policy.

RidgeWorth Funds shareholders:

Although another investment advisor may sub-advise some or all of these funds, all proxy votes are conducted by the Funds' adviser, RidgeWorth Capital Management, Inc. Shareholders of the RidgeWorth Funds may access fund related proxy voting information by calling 1.877.984.7321 or by visiting www.ridgeworth.com.

Litigation, Class Actions and Bankruptcies

Item 18 – Financial Information

Seix has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.